

EXHIBIT

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CLEARWATER INVESTMENT HOLDINGS, LLC
RESOLUTION

The undersigned, being the members of Clearwater Investment Holdings, L.L.C. a Delaware limited liability company (the "Company"), in accordance with the authority granted by the laws of the State of Delaware, without the formality of convening a meeting, do hereby unanimously consent to the following actions of the Company:

BE IT RESOLVED, that Patricia A. Hoops, the Manager of the Company (referred to as "Manager"), is hereby authorized and empowered for and on behalf of and in the name of the Company and as the Company's act and deed as follows:

To enter into a certain commercial loan with United Bank ("Lender") in the amount of Eleven Million and 00/100 Dollars (\$11,000,000.00) (the "Loan") to provide working capital for the Company and pay any expenses associated with obtaining the Loan;

To execute such other documents required to be executed by the Company in connection with the Loan, including, but not limited to, settlement sheets, loan agreements, promissory notes, assignments, security agreements, pledges, financing statements, certificates, and all other documents required to be executed in connection with the Loan as requested by Lender or any settlement agent; and

To do and perform such other acts and things, to pay any and all fees and costs, and to execute and deliver such other documents and agreements, as they may in their discretion deem reasonably necessary or proper in order to carry into effect the provisions of these Resolutions.

BE IT FURTHER RESOLVED, that Lender or any settlement agent may rely upon any communication or act purporting to be done by said Manager of the Company, and that these Resolutions shall remain in full force and effect and the Lender may rely on these Resolutions indefinitely.

BE IT FURTHER RESOLVED, that the authority hereby conferred shall be deemed retroactive to any and all acts authorized herein which were performed prior to the passage of this resolution and such acts are hereby approved and ratified.

BE IT FURTHER RESOLVED, that the Resolutions adopted herein by unanimous consent shall be as validly adopted as a duly noticed meeting of the Members of the Company. The Manager is instructed to place a copy of these Resolutions in the minute book of the Company.

IN TESTIMONY WHEREOF, the Members of the Company executed this Resolution as of April 1, 2019, and attest the signatures set forth below are genuine.

CERTIFIED AND ATTESTED BY:

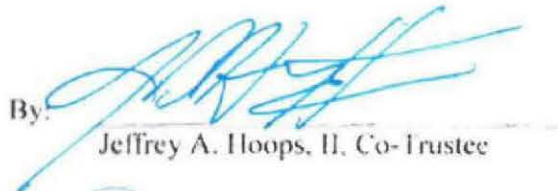
CLEARWATER INVESTMENT HOLDINGS, LLC,
a Delaware limited liability company

By:


Patricia A. Hoops, Member

By: **CLEARWATER TRUST, Member**

By:


Jeffrey A. Hoops, II, Co-Trustee

By:


Jeremy A. Hoops, Co-Trustee